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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation

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OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

Name of foundation JUNE C HUTTON TW		A Employer identification number 25-6582106
Number and street (or P O box number if mail is not delivered to street address) 1100 WEHRLE DRIVE 2ND FLOOR	Room/suite	B Telephone number (see instructions) (716) 842-5506
City or town, state or province, country, and ZIP or foreign postal code BUFFALO, NY 14221		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 136,216	J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	2,433	2,406		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	10,541			
	b Gross sales price for all assets on line 6a 79,448				
	7 Capital gain net income (from Part IV, line 2)		10,541		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	255	255			
12 Total. Add lines 1 through 11	13,229	13,202			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	1,946	1,946		
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	
	16a Legal fees (attach schedule)				0
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				0
	17 Interest				0
	18 Taxes (attach schedule) (see instructions)	86	39		0
	19 Depreciation (attach schedule) and depletion	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings		0	0	
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	2,032	1,985	0	0
	25 Contributions, gifts, grants paid	6,106			6,106
26 Total expenses and disbursements. Add lines 24 and 25	8,138	1,985	0	6,106	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	5,091				
b Net investment income (if negative, enter -0-)		11,217			
c Adjusted net income (if negative, enter -0-)			0		

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing					
	2	Savings and temporary cash investments	5,624	2,473		2,473	
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				0	0
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ 0					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments—U S and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule)					
	c	Investments—corporate bonds (attach schedule)					
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	105,561	113,804			133,743
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
15	Other assets (describe ▶ _____)						
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	111,185	116,277			136,216	
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶ _____)					
23	Total liabilities (add lines 17 through 22)				0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>		and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>		and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	111,185	116,277			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund					
29	Retained earnings, accumulated income, endowment, or other funds						
30	Total net assets or fund balances (see page 17 of the instructions)	111,185	116,277				
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	111,185	116,277				

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	111,185
2	Enter amount from Part I, line 27a	2	5,091
3	Other increases not included in line 2 (itemize) ▶ _____	3	1
4	Add lines 1, 2, and 3	4	116,277
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	116,277

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table		
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table		
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	10,541
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		}	3

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	6,351	122,651	0.051781
2011	6,053	127,711	0.047396
2010	5,428	121,962	0.044506
2009	6,689	108,689	0.061543
2008	7,389	134,222	0.055051

2	Total of line 1, column (d).	2	0.260277
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.052055
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	128,967
5	Multiply line 4 by line 3.	5	6,713
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	112
7	Add lines 5 and 6.	7	6,825
8	Enter qualifying distributions from Part XII, line 4.	8	6,106

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

Table with 11 main rows and sub-rows (a-e) for credits. Includes questions about exempt operating foundations, domestic foundations, and tax due. Values range from 0 to 224.

Part VII-A Statements Regarding Activities

Table with 10 main rows (1a-10) and sub-rows (a-b) for questions regarding political activities, tax on political expenditures, and reporting requirements. Includes 'Yes' and 'No' columns.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). 11 No
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 Yes
Website address
14 The books are in care of M AND T TRUST COMPANY Telephone no (716) 842-5506
Located at 1100 WEHRLE DR 2ND FL BUFFALO NY ZIP +4 14221
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 -Check here 15
and enter the amount of tax-exempt interest received or accrued during the year
16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.
1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. Yes No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. Yes No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. 1b
Organizations relying on a current notice regarding disaster assistance check here.
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?. 1c No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?. Yes No
If "Yes," list the years 20, 20, 20, 20
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement-see instructions). 2b No
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20, 20, 20, 20
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. Yes No
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.). 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? 4b No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i></p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><i>If "Yes" to 6b, file Form 8870.</i></p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b	
	6b	No
	7b	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
M AND T TRUST CO 1100 WEHRLE DR 2ND FL BUFFALO, NY 14221	TRUSTEE 1	1,946		

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000. 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.	0	

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	127,286
b	Average of monthly cash balances.	1b	3,645
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	130,931
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	130,931
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,964
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	128,967
6	Minimum investment return. Enter 5% of line 5.	6	6,448

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	6,448
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	224
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	224
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	6,224
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	6,224
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	6,224

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	6,106
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	6,106
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	6,106

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				6,224
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			6,106	
b Total for prior years 2011, 20__, 20__		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				0
b From 2009.				0
c From 2010.				0
d From 2011.				0
e From 2012.				0
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>6,106</u>				
a Applied to 2012, but not more than line 2a			6,106	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				0
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions.		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions.			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014.				6,224
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2009.	0			
b Excess from 2010.	0			
c Excess from 2011.	0			
d Excess from 2012.	0			
e Excess from 2013.	0			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

b Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.

c "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed



b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> PRINCE OF PEACE CHURCH C/O DIOCESE OF HARRISBURG BISHOPS OFFICE HARRISBURG, PA 171113710	N/A	PC	CHARITABLE	3,053
ST THOMAS MORE CHURCH 1040 FLEXER AVE ALLENTOWN, PA 18103	N/A	PC	CHARITABLE	3,053
Total  3a				6,106
b <i>Approved for future payment</i>				
Total  3b				

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
7 869 ABERDEEN GLOBAL HIGH INC CL I		2012-03-16	2013-01-24
9 645 ABERDEEN GLOBAL HIGH INC CL I		2012-09-06	2013-01-24
479 224 ABERDEEN GLOBAL HIGH INC CL I		2012-01-19	2013-01-24
1 047 GUINNESS ATKINSON CHINA HONG KONG FD		2008-10-13	2013-01-24
18 ISHARES HIGH DIVIDEND ETF		2012-11-05	2013-01-24
38 ISHARES HIGH DIVIDEND ETF		2012-01-19	2013-01-24
5 691 LAZARD EMRG MARKETS EQUITY FD CL-I		2008-02-12	2013-01-24
10 059 LITMAN GREGORY MSTRS INTL FD CL-INST		2009-04-17	2013-01-24
2 115 RS GLOBAL NATURAL RESOURCES FUND		2012-12-03	2013-01-24
68 VANGUARD FTSE DEVELOPED MARKET ETF		2012-11-05	2013-01-24
5 795 WILMINGTON SMALL CAP GROWTH FUND -I		2007-12-04	2013-01-24
17 012 WILMINGTON MID CAP GROWTH FUND -I		2012-12-04	2013-01-24
81 367 WILMINGTON LARGE CAP GROWTH FUND -I		2010-11-17	2013-01-24
17 826 WILMINGTON LARGE CAP VALUE FUND -I		2012-11-05	2013-01-24
27 082 LSV VALUE EQUITY FUND STRATEGY		2013-01-24	2013-04-05
2 782 T ROWE PRICE LRG CAP GROWTH FD INST		2013-01-24	2013-04-05
22 192 LAZARD EMRG MARKETS EQUITY FD CL-I		2011-02-10	2013-04-05
827 MORGAN STANLEY FOCUS GROWTH FD CL-I		2013-01-24	2013-04-05
17 549 RS GLOBAL NATURAL RESOURCES FUND		2012-12-14	2013-04-05
28 455 RS GLOBAL NATURAL RESOURCES FUND		2010-02-11	2013-04-05
2 715 WILMINGTON MULTI-MGR REAL ASSET - I		2013-01-24	2013-04-05
112 49 WILMINGTON LARGE CAP GROWTH FUND -I		2010-11-17	2013-04-05
65 147 WILMINGTON LARGE CAP VALUE FUND -I		2012-07-26	2013-04-05
24 576 WILMINGTON LARGE CAP VALUE FUND -I		2011-10-20	2013-04-05
2 142 GUINNESS ATKINSON CHINA HONG KONG FD		2013-04-05	2013-06-03
20 663 GUINNESS ATKINSON CHINA HONG KONG FD		2008-12-30	2013-06-03
2 HARBOR INTERNATIONAL FUND #11		2013-04-05	2013-06-03
16 768 LAZARD EMRG MARKETS EQUITY FD CL-I		2011-02-10	2013-06-03
23 481 LAZARD EMRG MARKETS EQUITY FD CL-I		2012-07-26	2013-06-03
56 282 LAZARD EMRG MARKETS EQUITY FD CL-I		2012-12-24	2013-06-03

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 574 MORGAN STANLEY FOCUS GROWTH FD CL-I		2013-01-24	2013-06-03
34 655 WILMINGTON SHORT-TERM CORP BOND -I		2013-04-05	2013-06-03
34 952 WILMINGTON SHORT-TERM CORP BOND -I		2010-11-17	2013-06-03
8 708 WILMINGTON SMALL CAP GROWTH FUND -I		2013-04-05	2013-06-03
8 678 WILMINGTON LARGE CAP GROWTH FUND -I		2010-11-17	2013-06-03
5 415 WILMINGTON LARGE CAP VALUE FUND -I		2011-10-20	2013-06-03
6 294 WILMINGTON MULTI-MGR INTERNATIONAL-I		2008-08-26	2013-06-03
96 128 WILMINGTON BROAD MARKET BOND FUND -I		2013-04-05	2013-06-03
17 855 WILMINGTON BROAD MARKET BOND FUND -I		2011-02-10	2013-06-03
18 067 LSV VALUE EQUITY FUND STRATEGY		2013-06-03	2013-08-05
6 545 LSV VALUE EQUITY FUND STRATEGY		2012-11-05	2013-08-05
12 974 T ROWE PRICE LRG CAP GROWTH FD INST		2013-06-03	2013-08-05
64 098 LAZARD EMRG MARKETS EQUITY FD CL-I		2012-07-26	2013-08-05
5 416 LITMAN GREGORY MSTRS INTL FD CL-INST		2013-06-03	2013-08-05
180 874 RIDGEWORTH SEIX FLTNG RT HI INC FD I		2013-01-24	2013-08-05
17 791 RIDGEWORTH SEIX FLTNG RT HI INC FD I		2013-06-03	2013-08-05
74 489 RIDGEWORTH SEIX FLTNG RT HI INC FD I		2008-04-25	2013-08-05
13 107 TIAA-CREF MID-CAP VALUE FD RETAIL CL		2013-06-03	2013-08-05
56 382 WELLS FARGO ADV EMRG MKT CL I		2013-06-03	2013-08-05
9 436 WILMINGTON SMALL CAP GROWTH FUND -I		2013-04-05	2013-08-05
953 WILMINGTON SMALL CAP GROWTH FUND -I		2007-12-04	2013-08-05
22 718 WILMINGTON MID CAP GROWTH FUND -I		2013-06-03	2013-08-05
20 027 WILMINGTON LARGE CAP GROWTH FUND -I		2012-12-04	2013-08-05
101 427 WILMINGTON LARGE CAP GROWTH FUND -I		2011-10-20	2013-08-05
10 751 WILMINGTON LARGE CAP VALUE FUND -I		2011-10-20	2013-08-05
1 55 DREYFUS INTERNATIONAL BOND CL I		2012-12-27	2013-09-09
3 794 FEDERATED ULTRA SHORT BOND CL I		2013-01-24	2013-09-09
1 152 HARBOR INTERNATIONAL FUND #11		2013-08-05	2013-09-09
552 T ROWE PRICE LRG CAP GROWTH FD INST		2013-01-24	2013-09-09
1 316 T ROWE PRICE LRG CAP GROWTH FD INST		2013-06-03	2013-09-09

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
71 702 LAZARD EMRG MARKETS EQUITY FD CL-I		2008-12-22	2013-09-09
8 587 LITMAN GREGORY MSTRS INTL FD CL-INST		2013-06-03	2013-09-09
5 275 MORGAN STANLEY FOCUS GROWTH FD CL-I		2013-08-05	2013-09-09
150 466 RIDGEWORTH SEIX FLTNG RT HI INC FD I		2013-01-24	2013-09-09
130 884 TIAA-CREF MID-CAP VALUE FD RETAIL CL		2012-07-26	2013-09-09
183 995 TIAA-CREF MID-CAP VALUE FD RETAIL CL		2013-01-24	2013-09-09
15 429 TIAA-CREF MID-CAP VALUE FD RETAIL CL		2013-04-05	2013-09-09
60 916 WELLS FARGO ADV EMRG MKT CL I		2013-06-03	2013-09-09
10 871 WILMINGTON SHORT-TERM CORP BOND -I		2010-11-17	2013-09-09
15 32 WILMINGTON MULTI-MGR INTERNATIONAL-I		2008-08-26	2013-09-09
2 973 WILMINGTON BROAD MARKET BOND FUND -I		2011-02-10	2013-09-09
130 933 LSV VALUE EQUITY FUND STRATEGY		2012-11-05	2013-11-04
9 708 LSV VALUE EQUITY FUND STRATEGY		2013-09-09	2013-11-04
53 954 DWS FLOATING RATE CL I		2013-08-05	2013-11-04
8 009 DREYFUS INTERNATIONAL BOND CL I		2013-04-05	2013-11-04
11 013 DREYFUS INTERNATIONAL BOND CL I		2013-08-05	2013-11-04
139 347 DREYFUS INTERNATIONAL BOND CL I		2010-12-29	2013-11-04
7 43 FEDERATED ULTRA SHORT BOND CL I		2013-04-05	2013-11-04
11 21 FEDERATED ULTRA SHORT BOND CL I		2013-08-05	2013-11-04
264 776 FEDERATED ULTRA SHORT BOND CL I		2012-03-16	2013-11-04
1 757 HARBOR INTERNATIONAL FUND #11		2013-08-05	2013-11-04
3 68 LITMAN GREGORY MSTRS INTL FD CL-INST		2013-06-03	2013-11-04
91 152 MFS EMERGING MARKETS DEBT FUND - I		2013-04-05	2013-11-04
1 163 MFS INTL NEW DISCOVERY CL I		2013-09-09	2013-11-04
042 MORGAN STANLEY FOCUS GROWTH FD CL-I		2013-01-24	2013-11-04
7 6 MORGAN STANLEY FOCUS GROWTH FD CL-I		2013-08-05	2013-11-04
57 933 RIDGEWORTH SEIX FLTNG RT HI INC FD I		2013-01-24	2013-11-04
2 003 STERLING CAPITAL MID-CAP VALUE CL-I		2013-09-09	2013-11-04
18 744 WILMINGTON SHORT-TERM CORP BOND -I		2013-08-05	2013-11-04
434 592 WILMINGTON SHORT-TERM CORP BOND -I		2012-03-16	2013-11-04

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
2 182 WILMINGTON SMALL CAP GROWTH FUND -I		2013-09-09	2013-11-04
153 057 WILMINGTON SMALL CAP GROWTH FUND -I		2012-07-26	2013-11-04
1 381 WILMINGTON MID CAP GROWTH FUND -I		2013-09-09	2013-11-04
665 WILMINGTON MID CAP GROWTH FUND -I		2013-04-05	2013-11-04
23 76 WILMINGTON LARGE CAP GROWTH FUND -I		2012-12-04	2013-11-04
115 882 WILMINGTON LARGE CAP GROWTH FUND -I		2008-12-02	2013-11-04
6 22 WILMINGTON LARGE CAP VALUE FUND -I		2013-09-09	2013-11-04
361 238 WILMINGTON LARGE CAP VALUE FUND -I		2011-10-20	2013-11-04
12 876 WILMINGTON MULTI-MGR INTERNATIONAL-I		2008-08-26	2013-11-04
61 589 WILMINGTON BROAD MARKET BOND FUND -I		2013-08-05	2013-11-04
694 396 WILMINGTON BROAD MARKET BOND FUND -I		2011-02-10	2013-11-04
27 902 LITMAN GREGORY MSTRS INTL FD CL-INST		2013-06-03	2013-12-02
7 784 MORGAN STANLEY FOCUS GROWTH FD CL-I		2013-01-24	2013-12-02
1 172 MORGAN STANLEY FOCUS GROWTH FD CL-I		2012-07-26	2013-12-02
16 531 WILMINGTON MULTI-MGR INTERNATIONAL-I		2011-04-08	2013-12-02
36 439 WILMINGTON MULTI-MGR INTERNATIONAL-I		2013-01-24	2013-12-02
12 561 WILMINGTON MULTI-MGR INTERNATIONAL-I		2013-08-05	2013-12-02
51 813 WILMINGTON BROAD MARKET BOND FUND -I		2009-01-26	2013-12-02
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
80		77	3
98		94	4
4,859		4,585	274
32		23	9
1,104		1,094	10
2,330		2,103	227
112		126	-14
156		96	60
81		80	1
2,456		2,261	195
105		104	1
267		246	21
667		653	14
197		184	13
467		427	40
56		55	1
421		481	-60
35		34	1
670		641	29
1,086		835	251
42		41	1
943		902	41
741		636	105
280		237	43
62		58	4
596		440	156
132		126	6
318		339	-21
445		423	22
1,067		1,117	-50

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
71		65	6
357		357	
360		359	1
173		160	13
77		70	7
64		52	12
45		50	-5
947		962	-15
176		175	1
359		337	22
130		100	30
304		279	25
1,171		1,013	158
92		89	3
1,633		1,635	-2
161		161	
673		682	-9
292		272	20
1,209		1,241	-32
203		173	30
21		17	4
412		368	44
189		158	31
955		806	149
133		102	31
25		27	-2
35		35	
77		77	
13		11	2
31		28	3

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,332		980	352
146		142	4
264		258	6
1,354		1,360	-6
2,862		2,235	627
4,024		3,480	544
337		310	27
1,325		1,341	-16
111		112	-1
112		122	-10
28		29	-1
2,693		1,992	701
200		188	12
511		511	
133		138	-5
182		183	-1
2,306		2,247	59
68		69	-1
103		103	
2,425		2,423	2
124		118	6
65		61	4
1,354		1,489	-135
33		32	1
2		2	
416		368	48
524		524	
39		37	2
193		193	
4,476		4,388	88

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
49		46	3
3,471		2,330	1,141
26		25	1
13		11	2
237		187	50
1,155		753	402
79		75	4
4,570		2,713	1,857
98		103	-5
597		593	4
6,736		6,475	261
500		460	40
435		324	111
65		43	22
126		129	-3
278		261	17
96		91	5
500		474	26
			2,382

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			3
			4
			274
			9
			10
			227
			-14
			60
			1
			195
			1
			21
			14
			13
			40
			1
			-60
			1
			29
			251
			1
			41
			105
			43
			4
			156
			6
			-21
			22
			-50

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			6
			1
			13
			7
			12
			-5
			-15
			1
			22
			30
			25
			158
			3
			-2
			-9
			20
			-32
			30
			4
			44
			31
			149
			31
			-2
			2
			3

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			352
			4
			6
			-6
			627
			544
			27
			-16
			-1
			-10
			-1
			701
			12
			-5
			-1
			59
			-1
			2
			6
			4
			-135
			1
			48
			2
			88

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			3
			1,141
			1
			2
			50
			402
			4
			1,857
			-5
			4
			261
			40
			111
			22
			-3
			17
			5
			26

TY 2013 Investments - Other Schedule**Name:** JUNE C HUTTON TW**EIN:** 25-6582106

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MORGAN STANLEY FOCUS	AT COST	5,633	8,290
ARTIO GLOBAL HIGH INCOME			
WILMINGTON BROAD MARKET	AT COST	7,264	7,536
T ROWE PRICE L/C GROWTH	AT COST	3,161	5,746
HARBOR INTL	AT COST	6,216	9,558
LAZARD EMERGING			
WILMINGTON SHORT-TERM CORP	AT COST	4,008	4,187
GUINNESS ATKINSON CHINA & HK			
LSV VALUE EQUITY	AT COST	4,226	7,154
RIDGEWORTH SEIX FL RATE	AT COST	3,027	3,383
DREYFUS INTL			
MFS EMERGING MARKETS	AT COST	6,575	6,611
RS GLOBAL			
LITMAN GREGORY MSTR	AT COST	3,470	5,412
DWS FLOATING RATE	AT COST	3,379	3,383
FEDERATED ULTRA SHORT BD			
TIAA-CREF MID CAP			
WILMINGTON LARGE CAP GROWTH			
WILMINGTON LARGE CAP VALUE			
WILMINGTON MID CAP GROWTH	AT COST	5,417	7,977
WILMINGTON MULTI-MGR REAL	AT COST	6,652	6,759
WILMINGTON SMALL CAP GROWTH			
VANGUARD MSCI			
WILMINGTON MULTI-MGR INTL	AT COST	9,628	12,006
ISHARES HIGH DIV			
FPA NEW INCOME FUND	AT COST	2,973	2,947
SCOUT UNCONSTRAINED BOND	AT COST	7,208	7,196
DIAMOND HILL LARGE CAP	AT COST	7,023	6,966
MORGAN STANLEY SMALL COMP	AT COST	5,943	5,829
STERLING CAPITAL MID-CAP	AT COST	7,672	8,037

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
WILMINGTON MULTI-MGR ALT	AT COST	6,836	6,830
MFS INTERNATIONAL NEW DISC	AT COST	4,651	4,951
ISHARES RUSSELL 2000 VALUE	AT COST	2,842	2,985

TY 2013 Other Income Schedule

Name: JUNE C HUTTON TW

EIN: 25-6582106

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
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TY 2013 Other Increases Schedule

Name: JUNE C HUTTON TW

ETIN: 25-6582106

Description	Amount
ROUNDING	1

TY 2013 Taxes Schedule

Name: JUNE C HUTTON TW

EIN: 25-6582106

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAXES PRIOR YEAR BALAN	19	0		0
FEDERAL ESTIMATED TAX DEPOSITS	28	0		0
FOREIGN TAXES ON QUALIFIED FOR	22	22		0
FOREIGN TAXES ON NONQUALIFIED	17	17		0